

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

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**VIA AIR COURIER**

August 29, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

19601  
RECORDATION NO. \_\_\_\_\_ FILED 1425

SEP 1 8 1995 -10 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of August 14, 1995 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center  
Suite 3500  
San Francisco, CA 94111

Lessee: Bangor & Aroostook Railroad Company  
North Maine Junction Park  
R.R. 2, Box 45  
Bangor, ME 04401

The equipment involved in this transaction is as follows:

Equipment: Thirty-three (33) railcars (See Schedule A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

  
Nathalie Helm  
Administrative Assistant

/nh  
Enclosures (2)

MEMORANDUM OF  
RAILCAR LEASE AGREEMENT

RECORDATION NO. **9601** FILED 1425

SEP 18 1995 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT ("Memorandum of Lease") made as of August 14, 1995 is intended to evidence the Railcar Lease Agreement dated as of August 14, 1995 (the "Agreement") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **BANGOR AND AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the thirty-three (33) railcars, more fully described in Schedule A hereto (the "Cars"). Lessee leased from Lessor all the Cars at the rentals and upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

BANGOR AND AROOSTOOK RAILROAD  
COMPANY

By: 

By: 

Title: President

Title: President

Date: August 28, 1995

Date: 8/17/95

## **SCHEDULE A**

**To the Memorandum of Railcar Lease Agreement August 14, 1995 between Helm Financial Corporation and Bangor and Aroostook Railroad Company.**

### **Equipment Description:**

Thirty-three (33), 50 foot, 70-ton, rigid underframe, roller bearing, 10 foot sliding door, Plate B and Plate C boxcars.

### **Car Numbers:**

BAR 4700-4732

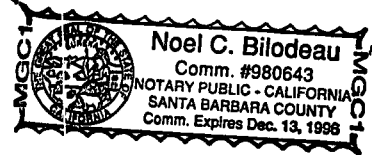
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On August 28, 1995, before me, Noël C. Bilodeau, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Noël C. Bilodeau



(Seal)

STATE OF Maine )  
COUNTY OF Penobscot ) §

On this 17th day of August, 1995, before me personally appeared Alfred E. Nicholson, to me personally known, who, being by me duly sworn, says that he is President of **BANGOR AND AROOSTOOK RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara J. Veilleux  
Notary Public

My Commission Expires: \_\_\_\_\_

Barbara J. Veilleux  
Notary Public - State of Maine  
My commission expires June 6, 2002

[Notarial Seal]